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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DPH HOLDINGS CORP., <u>et al.</u> ,	:
	:
Reorganized Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER RESOLVING REORGANIZED DEBTORS'
MOTION FOR ORDER ENFORCING MODIFIED PLAN AND PLAN MODIFICATION
ORDER INJUNCTIONS AGAINST INDENTURE TRUSTEE WITH RESPECT TO CERTAIN
1994 BONDS ISSUED BY THE COUNTY OF TRUMBULL, OHIO (DOCKET NO. 20795)

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized
debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), the Bank of New

York Mellon Corporation (the "Indenture Trustee"), as successor indenture trustee with respect to the Sewage Disposal Revenue Bonds (General Motors Corporation Project) Series 1994, issued by the County of Trumbull, Ohio, in the aggregate principal amount of \$2.75 million (the "Bonds"), and Delphi Automotive LLP respectfully submit this Joint Stipulation And Agreed Order Resolving Reorganized Debtors' Motion For Order Enforcing Modified Plan And Plan Modification Order Injunctions Against Indenture Trustee With Respect To Certain 1994 Bonds Issued By The County Of Trumbull, Ohio (Docket No. 20795) (the "Stipulation"), and agree and state as follows:

WHEREAS, by letter dated August 20, 2010 and in subsequent communications, the Indenture Trustee demanded payment from DPH Holdings with respect to the Bonds (the "Demand").

WHEREAS, on November 15, 2010, the Reorganized Debtors filed the Reorganized Debtors' Motion For Order Enforcing Modified Plan And Plan Modification Order Injunctions Against Indenture Trustee With Respect To Certain 1994 Bonds Issued By The County Of Trumbull, Ohio (Docket No. 20795) (the "Motion") seeking the entry of an order enforcing the injunctions set forth in Article 11.14 of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 18707 Ex. A) (the "Modified Plan") and paragraph 22 of the Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order (Docket No. 12359) (Docket No. 18707) (the "Plan Modification Order"), which enjoin any person from taking any action against DPH Holdings or any of the other former debtors in the above-captioned cases to collect, offset, or

recover any claim, interest, or cause of action satisfied, released, or discharged under the Modified Plan.

WHEREAS, on November 19, 2010, Delphi Automotive LLP filed a Joinder Of Delphi Automotive LLP Regarding Reorganized Debtors' Motion For Order Enforcing Modified Plan And Plan Modification Order Injunctions Against Indenture Trustee With Respect To Certain 1994 Bonds Issued By The County Of Trumbull, Ohio (Docket No. 20835) (the "Joinder") alleging that, to the extent the Demand is construed as a demand for payment from Delphi Automotive LLP or any of its subsidiaries or affiliates, the injunctions in Article 11.14 of the Modified Plan and paragraph 22 of the Plan Modification Order similarly prohibit the Indenture Trustee from taking action against Delphi Automotive LLP or any of its subsidiaries or affiliates with respect to the Bonds.

NOW, THEREFORE, the Reorganized Debtors, the Indenture Trustee, and Delphi Automotive LLP stipulate and agree as follows:

A. The Indenture Trustee (i) is subject to the injunctions in Article 11.14 of the Modified Plan and paragraph 22 of the Plan Modification Order (collectively, the "Plan Injunction"), and, therefore, (ii) shall not make any demand for payment or take any other action to obtain payment with respect to the Bonds from DPH Holdings, any of the other former debtors in the above-captioned cases, or Delphi Automotive LLP or any of its subsidiaries or affiliates unless this Court authorizes the Indenture Trustee to take such action.

B. Subject to the foregoing, the parties reserve all other rights, claims, and defenses in connection with any subsequent matter or proceeding concerning the Bonds, including any subsequent request by the Indenture Trustee for relief from this Court to lift the Plan Injunction.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND
DECREED THAT:

1. The Motion and the Joinder are resolved on the terms set forth in this Stipulation, which is hereby approved.
2. This Stipulation shall be binding on any successor indenture trustee with respect to the Bonds.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation or any of the rights, claims, and defenses reserved in this Stipulation.

So Ordered in White Plains, New York, this 10th day of December, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler

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